



DEPARTMENT OF PLANNING
STAFF REPORT

PLANNING COMMISSION PUBLIC HEARING

DATE OF HEARING: December 15, 2010
ZCPA 2009-0008 ARCOLA CENTER – SHOPS, ZCPA 2009-0009 ARCOLA CENTER
DECISION DEADLINE: January 28, 2011 ELECTION DISTRICT: DULLES
PROJECT PLANNER: Ginny Rowen PLANNING DIRECTOR: Julie Pastor

EXECUTIVE SUMMARY

The applicant has submitted proposals to amend the Concept Development Plans and Proffer Statements approved with ZMAP 2005-0035, Arcola Center –The Shops and ZMAP 2006-0015, Arcola Center in order to amend the following components:

1. land use phasing;
2. typical lot details for townhouse lots;
3. residential above ground floor parking;
4. flexibility in size / number of community clubhouses and pools;
5. minor changes to the approved Design Guidelines; and
6. timing of specific transportation improvements / contributions.

There are no resulting changes in density or floor area ratio (FAR) in either of the developments. These applications are subject to the Revised 1993 Zoning Ordinance. The overall property is approximately 377 acres in size and is located on the north side of John Mosby Highway, west of Loudoun County Parkway, and south of Evergreen Mills Road. The area is governed by the policies of the Revised General Plan (Suburban Policy Area (Dulles Community)) and is designated as modified Business and Industrial with Village Perimeter Transition Area and Destination Retail overlays and which designate the subject site for a mix of commercial uses at a FAR up to 0.4 and residential uses at a density up to 16 dwelling units per acre.

RECOMMENDATION

Staff could recommend approval of the applications, pending resolution of the timing of the Route 50 / Loudoun County Parkway interchange contributions, subject to the Proffer Statements dated November 15, 2010 and the Findings in the Staff Report.

SUGGESTED MOTIONS

1. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center – The Shops and ZCPA 2009-0009, Arcola Center to the Board of Supervisors with a recommendation of

approval, subject to the Proffer Statements dated November 15, 2010, and with the Findings contained in the December 15, 2010 Staff Report.

2. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center- The Shops and ZCPA 2009-0009, Arcola Center to a work session for further discussion.
3. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center – The Shops and ZCPA 2009-0009, Arcola Center to the Board of Supervisors with a recommendation of denial based on the following Findings.

VICINITY MAP

Directions: From Leesburg, take Evergreen Mills Road (Route 621) south past Arcola. Turn right on Loudoun County Parkway and proceed south to Route 50. Turn right on Route 50 and proceed west approximately 1.6 miles to the property on the right.

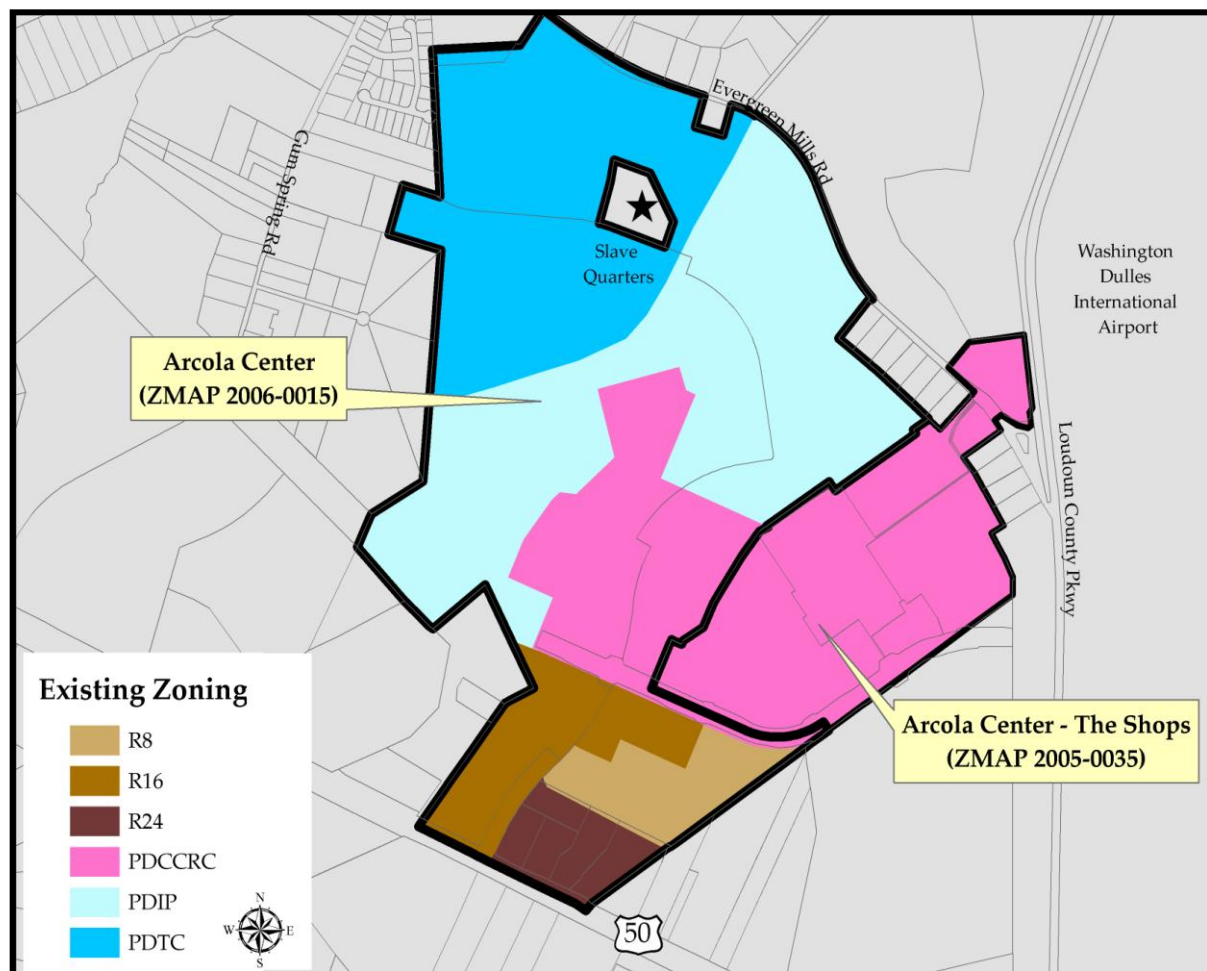


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I. APPLICATION INFORMATION

APPLICANT Shops at Arcola Center LLC & Arcola Limited
Partnership
Russell Gestl, Executive VP
9841 Washington Blvd. Suite 300
Gaithersburg, MD. 20878
301-417-0510

REPRESENTATIVE Cooley, LLP
Jeff Nein, Senior Land Use Planner
11951 Freedom Drive
Reston, VA. 20190
703-456-8103

APPLICANT'S PROPOSAL Revise the proffers approved with Arcola Center – The Shops and Arcola Center to amend the land use phasing, the timing of certain transportation improvements / contributions, and other minor changes to the approved plans with no resulting change in density or FAR. The application was accepted for review on November 17, 2009.

LOCATIONS North side of Route 50, west of Loudoun County Parkway, and south of Evergreen Mills Road

TAX MAP/PARCEL #s Tax Map numbers and MCPI numbers on file

ZONING PD-CC-RC (Commercial Center-Regional Center), PD-TC (Town Center), PD-IP (Industrial Park), R-8 (Single Family Residential), R-16 (Townhouse/Multifamily Residential), and R-24 (Multifamily Residential) zoning districts

SITE ACREAGE 377 acres

SURROUNDING ZONING / PRESENT LAND USES

North	PD-IP / RC/ PD-GI	Industrial, Residential
South	CLI / PD-CC-RC / R-8, R-16	Retail
East	PD-GI / PD-CC-RC / CLI	Retail
West	RC / PD-GI / CLI	business

II. SUMMARY OF DISCUSSION

Referral Agency	Issues Examined and Status
Comprehensive Plan	<ul style="list-style-type: none"> Conformance with Business Community & Residential policies of <u>Revised General Plan</u> (Arcola Area / Route 50 Corridor Plan) Status: No outstanding issues Changes to residential / non-residential phasing plan for Arcola Center Status: No outstanding issues. Allow 3 residential levels above ground floor parking Status: No outstanding issues. Allow flexibility in number of community centers / pools Status: No outstanding issues. Remove off-site commercial from land use phasing plan. Request removed by applicant. Status: No outstanding issues.
Transportation	<ul style="list-style-type: none"> Timing of Route 50 / Loudoun County Parkway interchange contributions. Status: Outstanding Issue Timing of Route 50 road improvements. Status: No outstanding issues. Timing of proffered road improvements. Status: No outstanding issues.
Zoning	<ul style="list-style-type: none"> Remove off-site commercial from land use phasing plan. Request removed by applicant. Status: no outstanding issues.

Applicable Policy or Ordinance Section
<u>Revised General Plan</u> (RGP) Arcola Area / Route 50 Corridor Plan – General Policies #1, #5, #7, #9, #11, Business Community text, Transportation Policy #6, Village of Arcola and Village Perimeter Transition Area – General Policy #2 RGP – Chapter 11, Residential Neighborhoods Design Guidelines and High Density Residential Neighborhoods Design Guidelines Countywide Retail Plan Amendment (Retail Plan)
<u>2010 Revised Countywide Transportation Plan</u> (2010 CTP)
<u>2003 Bicycle and Pedestrian Mobility Master Plan</u> (Bike/Ped Plan)
<u>Revised 1993 Zoning Ordinance</u> - Sec. 3-500 - R-8 Single Family Residential, Sec. 3-600 – R-16 Townhouse / Multifamily Residential, Sec.3-700 – R-24 Multifamily Residential, Sec. 4-200 – PD-CC-RC (Regional Commercial), Sec.4-500 – PD-IP (Industrial Park), Sec.4-800 – PD-TC (Town Center)

III. FINDINGS

1. The applications propose amendments to land use phasing, the timing of transportation improvements / contributions, townhouse lot details, and other minor changes to the approved Arcola Center development.
2. The applications do not propose any changes to the location, amount, or density of the approved uses, the land use mix, the alignment or extent of previously approved transportation commitments, or the level of any proffered commitments.
3. The proposed changes to the phasing plan (comprised of residential and non-residential uses) are consistent with the original phasing plan approved in the rezoning applications.
4. The applications are in conformance with the Revised 1993 Zoning Ordinance.

IV. PROJECT REVIEW

A. Context

This is a request to amend the approved Concept Development Plans and Proffers associated with Arcola Center – The Shops rezoning application (ZMAP 2005-0035) and Arcola Center (ZMAP 2006-0015). These applications established the PD-CC-RC (Regional Commercial), PD-TC (Town Center), PD-IP (Industrial Park), R-24 (Multifamily Residential), R-16 (Townhouse / Multifamily Residential), and R-8 (Townhouse Residential) zoning districts on the subject properties and allowed the development of up to 3.395 million square feet of non-residential uses and 1,169 residential units (comprised of townhouse and multifamily units).

The following amendments are proposed to the original rezoning applications:

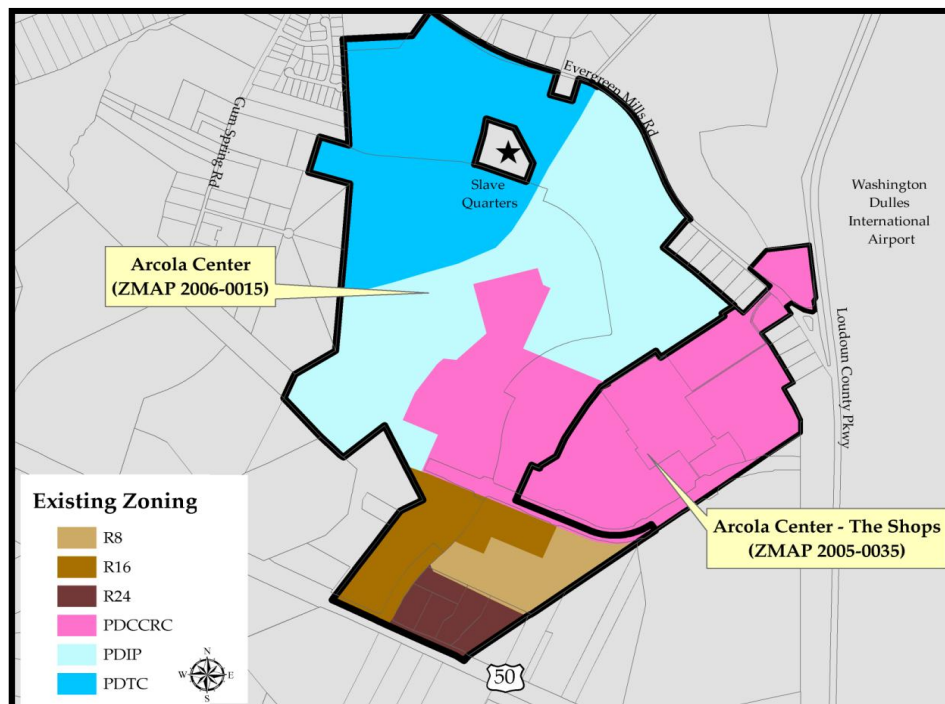
1. land use phasing;
2. typical lot details for townhouse lots;
3. residential above ground floor parking;
4. flexibility in size / number of community clubhouses and pools;
5. minor changes to the approved Design Guidelines; and
6. timing of specific transportation improvements / contributions.

The applicant originally requested to allow off-site commercial development to meet land use phasing requirements within the Arcola Center project. Staff did not support this request and the applicant has since removed it from the proposal. The only change to the approved Concept Development Plan (CDP) is a minor adjustment to the typical yard details for townhouse lots as depicted on Sheet 11 of the Arcola Center rezoning. The applications do not propose any changes to the location, amount, or density of the approved uses, the land use mix, the alignment or extent of previously approved transportation commitments, or the level of any proffered commitments. Both of the original rezoning applications were approved in 2007 and divided the Arcola Center property into six zoning districts (see approved rezoning applications next page).

The specific amendments related to land use phasing, typical townhouse lot details, residential uses above ground floor parking, flexibility in the number / size of community recreational facilities, and minor changes to the approved Design Guidelines are discussed in the Community Planning section of the staff report. Changes to the timing of transportation improvements / contributions are discussed in the Transportation section of the staff report.

ZMAP 2005-0035, Arcola Center – The Shops: Approved on June 19, 2007, this application rezoned approximately 73 acres to the PD-CC-RC (Planned Development- Commercial Center-Regional Center) zoning district for the development of up to 750,000 square feet of commercial uses. Approved Special Exception uses associated with the application included a bank with four drive-through lanes, an automobile service station, a hotel, and an accessory outdoor sales area.

ZMAP 2006-0015, Arcola Center: Approved on December 4, 2007, this application rezoned approximately 304 acres to the PD-TC (Planned Development – Town Center), PD-IP (Planned Development-Industrial Park), PD-CC-RC (Planned Development-Commercial Center-Regional Center), R-24 (Multifamily Residential), R-16 (Townhouse Multifamily Residential), and R-8 (Single Family Residential) zoning districts for the development of up to 1,169 residential units and 2.645 million square feet of office, retail, and industrial uses. Approved Special Exception uses associated with the application included the development of office and two hotels in the PD-IP and PD-CC-RC zoning districts. Two public use sites were also dedicated to the County for a future elementary school and for the expansion of the historic Slave Quarter's site.



Approved Arcola Center Rezoning Applications

The subject properties have been used as a sod farm for over twenty years and much of the site consists of open grass fields. Most of the site is located within the Ldn 65 airport noise contour,

with the remainder in the Ldn 60 noise contour. Surrounding uses include residential and industrial uses in the Village of Arcola to the west; the Arcola Methodist Church and low density residential and commercial uses to the north; the Washington Dulles International Airport and an approved but undeveloped retail center known as Dulles Landing to the east. Low density residential and industrial uses are located to the south.

Eight development components were approved in conjunction with these applications: the Village, the Slave Quarter Civic Area, the Offices, Central Park, Corporate Park, Main Street, The Shops, and the Residences at Main Street (see Approved Development Components map below). Although separate rezoning applications, ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center provided land use phasing and transportation commitments that linked the two projects together and assured coordinated development throughout the entire Arcola Center project.



Approved Development Components

The applicant's statement of justification notes that, at the time the rezonings were approved by the County, it was anticipated that the regional shopping center component (The Shops) would be

developed first. As a result, the Proffer Statement associated with The Shops committed to a disproportionate share of regional road improvements. Based on negotiations with major tenants for The Shops, and the applicant's desire to provide an enhanced road network for the overall project, this portion of the development also committed to up-front road improvements on Dulles South Parkway, Hutchinson Farm Drive, a third westbound lane on Route 50, and turn lanes on Evergreen Mills Road regardless of whether these improvements were needed to mitigate traffic impacts associated with the development of this component. The Arcola Center rezoning application built upon these initial commitments. The land use phasing plan was linked to the anticipated non-residential floor area approved in The Shops.

The on-going financial crisis has delayed the development of this portion of the property, which has affected the phasing of the various land use components and the extent of the infrastructure commitments in each phase. The applicant is requesting to separate the development of Arcola Center from The Shops to allow the projects to develop independently of each other. (An illustrative plan depicting the entire development is provided below for informational purposes.)



Overall Illustrative Plan

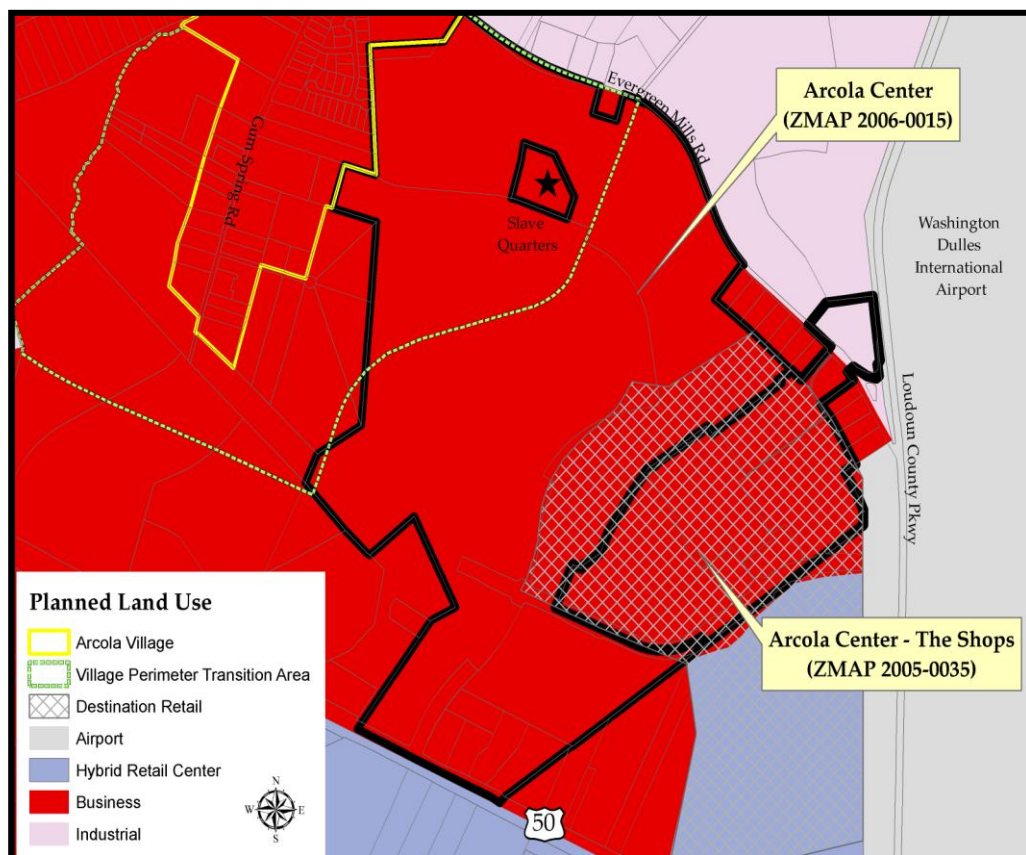
B. Summary of Issues

Staff continues to have concerns regarding the timing of the contribution for the planned Route 50 / Loudoun County Parkway interchange. All of the other staff comments have been resolved in the revised Proffers Statements dated November 15, 2010, and the revised Design Guidelines.

Overall Analysis

COMPREHENSIVE PLAN

The site is governed under the policies of the Revised General Plan, as amended by the Arcola Area/Route 50 Corridor Plan. The Revised Countywide Transportation Plan (CTP), the Countywide Retail Plan Amendment (Retail Plan), the Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan), and the Route 50 Corridor Design Guidelines also apply. The site is located in the Dulles Community of the Suburban Policy Area and is planned for modified Business uses, with a small portion north of Evergreen Mills Road planned for Industrial uses. Two overlays are present on the property: a Village Perimeter Transition Area overlay and a Destination Retail overlay (see Planned Land Use map below).



Planned Land Use
(Arcola Center outlined in black)

The Arcola

Area/Route 50 Corridor Plan states that areas designated as Business Community in the Route 50 Corridor are subject to the policies and land use mix ratios of Chapter 6 except as modified or supplemented by the Arcola Area/Route 50 Corridor Plan. Overall, the Plan envisions that these areas will develop predominantly with office and/or light industrial uses. They may also feature housing and/or commercial/retail uses with the exception of those areas designated Destination Retail Overlay and Hybrid Retail Center, which prohibit residential uses. The County may support additional commercial retail and services uses within the modified Business area when specific criteria are met. Developments are intended to have public / civic and parks / open space components.

The portion of the Arcola Center development containing a Destination Retail Overlay can be developed with either destination retail or Business Community uses (per its underlying land use designation). The Village Perimeter Transition Area is intended to provide a transition between the smaller scale uses and compact pedestrian-friendly layout of the existing Village of Arcola and the larger retail and employment uses to the east. The portion of the property located within the Transition Area is intended to function as an alternate shopping and working environment to the Destination Retail and large-scale employment uses to the east.

1. Land Use Phasing

The applicant is proposing to amend the phasing plan approved in conjunction with the Arcola Center rezoning to:

- eliminate the requirement to construct 450,000 square feet of commercial uses in Arcola Center – The Shops (Phase 1);
- remove the requirement for a minimum amount of commercial construction with the Main Street component of Arcola Center (Phase 2); and
- allow smaller proportional increments (residential and commercial) within each phase.

(For example, phase 1 would allow the development of commercial uses in increments of 50,000 square feet and the concurrent development of 85 residential units. Phase 2 would allow commercial increments of 25,000 square feet and 40 residential units, and so forth.)

The table on the following page compares the approved and proposed land use phasing plan for Arcola Center.

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Comparison of Approved and Proposed Phasing Plans

	Approved Phasing Plan (Proffer III, ZMAP 2006-0015, Arcola Center)		Proposed Phasing Plan (Proffer III, ZCPA 2009-0009, Arcola Center)	
	<i>Non-Residential Minimums (cumulative totals)</i>	<i>Residential Maximums (cumulative totals)</i>	<i>Non-Residential Minimums (cumulative totals)</i>	<i>Residential Maximums (cumulative totals)</i>
Phase 1	Zoning permits for 150,000 sf (of which, 112,500 sf non-retail) (commence construction of 450,000 sf retail in The Shops) (6% of total – Arcola Center; 17% of total – both projects)	Maximum 250 units (The Residences at Main Street area) (21% of total – Arcola Center)	Zoning permits for 150,000 sf (of which, 112,500 sf non-retail) (6% of total – Arcola Center; 4% of total – both projects) (incremental phasing option)	Maximum 250 units (The Residences at Main Street area) (21% of total – Arcola Center) (incremental phasing)
Phase 2	Zoning permits for 275,000 sf (of which, 202,500 sf non-retail) (commence construction of 150,000 sf commercial, of which at least 100,000 sf in Main Street area) (10% of total – Arcola Center; 21% of total – both projects)	Maximum 450 units (38% of total – Arcola Center)	Zoning permits for 275,000 sf (of which, 202,500 sf non-retail) (commence construction of a total of 150,000 sf commercial) (10% of total – Arcola Center; 8% of total – both projects) (incremental phasing option)	Maximum 450 units (38% of total – Arcola Center) (incremental phasing)
Phase 3	Zoning permits for 400,000 sf (of which, 292,500 sf non-retail) (commence construction of a total of 250,000 sf commercial) (15% of total – Arcola Center; 25% of total – both projects)	Maximum 650 units (56% of total – Arcola Center)	Zoning permits for 400,000 sf (of which, 292,500 sf non-retail) (commence construction of a total of 250,000 sf commercial) (15% of total – Arcola Center; 12% of total – both projects) (incremental phasing option)	Maximum 650 units (56% of total – Arcola Center) (incremental phasing)
Phase 4	Zoning permits for 500,000 sf (of which, 382,500 sf non-retail) (commence construction of a total of 350,000 sf commercial) (19% of total – Arcola Center; 28% of total – both projects)	Maximum 850 units (73% of total – Arcola Center)	Zoning permits for 500,000 sf (of which, 382,500 sf non-retail) (commence construction of a total of 350,000 sf commercial) (19% of total – Arcola Center; 15% of total – both projects) (incremental phasing option)	Maximum 850 units (73% of total – Arcola Center) (incremental phasing)
Phase 5	Zoning permits for 600,000 sf (of which, 472,500 sf non-retail) (commence construction of a total of 450,000 sf commercial) (23% of total – Arcola Center; 31% of total – both projects)	Maximum 1,050 units (90% of total – Arcola Center)	Zoning permits for 600,000 sf (of which, 472,500 sf non-retail) (commence construction of a total of 450,000 sf commercial) (23% of total – Arcola Center; 18% of total – both projects) (incremental phasing option)	Maximum 1,050 units (90% of total – Arcola Center) (incremental phasing)
Phase 6	Zoning permits for 700,000 sf (of which, 532,500 sf non-retail) (commence construction of a total of 550,000 sf commercial) (26% of total – Arcola Center; 34% of total – both projects)	Maximum 1,169 units (100% of total – Arcola Center)	Zoning permits for 700,000 sf (of which, 532,500 sf non-retail) (commence construction of a total of 550,000 sf commercial) (26% of total – Arcola Center; 21% of total – both projects) (incremental phasing option)	Maximum 1,169 units (100% of total – Arcola Center) (incremental phasing)
Total	2.645 million sf– Arcola Center 750 thousand sf - The Shops 3.395 million sf total	1,169 units	2.645 million sf– Arcola Center 750 thousand sf - The Shops 3.395 million sf total	1,169 units

The proposal is consistent with the phasing plan approved for Arcola Center by the Board of Supervisors in December 2007. The proposed changes do not alter the amount of non-retail uses (consisting of office and/or light industrial) that are required at each phase and will not significantly impact the overall balance of the project.

Staff has no concerns about eliminating the Phase 1 requirement for the development of 450,000 square feet of retail uses in The Shops component since there are existing retail centers in the vicinity of the subject site and approximately 430,000 square feet of retail uses were approved within Arcola Center itself. The removal of the Phase 2 requirement to construct non-residential uses within the Main Street component provides additional flexibility in the early stages of development. Staff supports the applicant's incremental phasing option since it will allow the development of smaller, but proportional commercial and residential development within each phase.

2. Typical Lot Details - Townhouse Lots

The applicant is proposing to amend the typical lot details for townhouse lots depicted on Sheet 11 of the approved Concept Plan for Arcola Center. Specific changes include widening the pavement section for alleys by two feet (from 18 to 20 feet) to better accommodate fire and rescue vehicles and allowing garages to be closer to alleys by three feet (from 8 to 5 feet). Staff supports the applicant's proposed changes since they are minor and will not affect the overall character of the approved development.

3. Residential Above Ground-Floor Parking

The applicant is proposing to amend the proffered commitments for residential buildings heights approved in conjunction with Arcola Center. The current commitment states that all residential buildings will be limited to three stories in height. The proposed change, which would apply to multifamily units in the R-16 and R-24 zoning districts, would allow up to three stories of occupied residential space above the ground floor when parking areas and/or other non-occupied space is provided. All other residential buildings will be limited to three stories in height.

The Arcola Area/Route 50 Corridor Plan policies state that the County supports residential uses at a maximum of three stories in height. Although the proposed amendment would allow four-story residential buildings to be constructed within Arcola Center, it limits occupied residential space to three stories, in general conformance with these policies. Incorporating parking garages within residential buildings in the R-16 and R-24 zoning districts (within the Residences at Main Street component) will further other planning objectives by reducing impervious surfaces that would otherwise be used for surface parking. Staff supports the applicant's request to allow three residential levels above ground-floor parking or other unoccupied space.

4. Flexibility in Size / Number of Community Clubhouses and Swimming Pools

The applicant is proposing to amend the Arcola Center proffers to allow flexibility regarding the size and number of community recreational facilities provided in the Residences at Main Street

component (R-8, R-16 and R-24 districts). The approved proffers call for the development of two community clubhouses (each with a minimum of 2,000 square feet) and two swimming pools (also a minimum of 2,000 square feet) in the R-8 and R-24 zoning districts. The proposed amendment would allow the applicant to construct one or two community clubhouses and swimming pools within one or more of the residential (R) zoning districts, with a total minimum area of 4,000 square feet. The proposed changes would retain the phasing and cumulative size of the community amenities previously proffered. Based on staff recommendations, the applicant has also clarified that if only one clubhouse and pool are provided it will be located in one of the previously proffered recreational sites as depicted on sheet 6 of the Concept Plan or in between those locations.

The Revised General Plan envisions that high-density residential neighborhoods will include larger public facilities such as parks and community centers in order to set them apart from other communities. The Plan also calls for open space and active recreational uses, which includes swimming pools, to be located where all residents, especially children, can easily walk to and enjoy the space. The applicant has added proffer language that assures that any community facilities will be located within easy walking or biking distance of all residents in this component.

5. Minor Changes to Design Guidelines

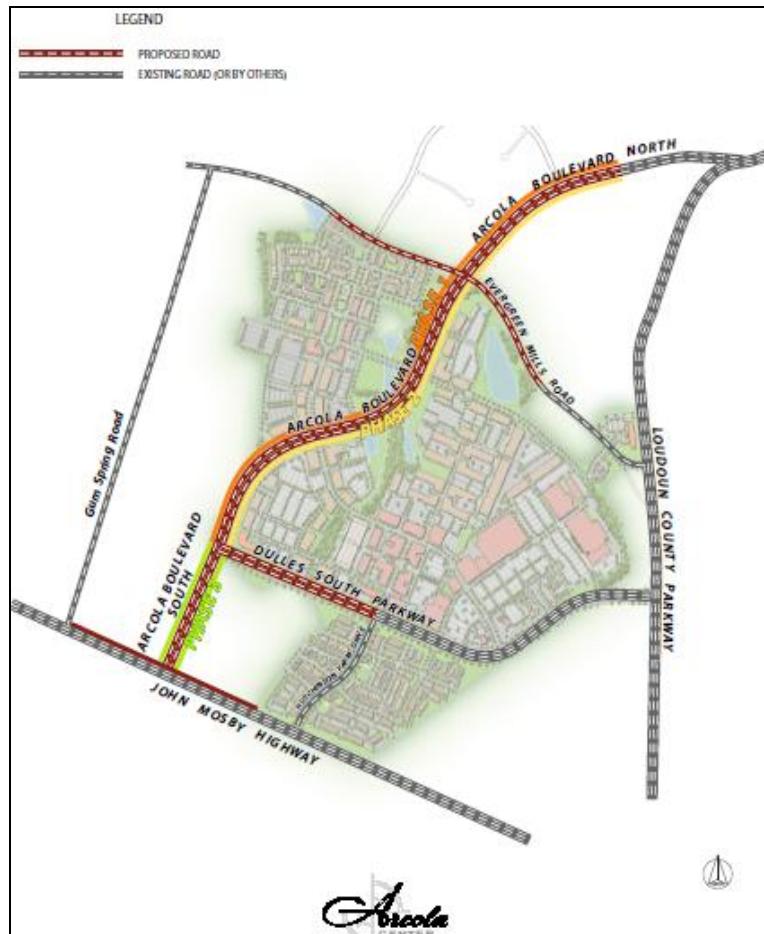
Minor changes, consisting of additional language for residential garage entrances, brick, siding, and wood details, and townhouse plantings, are proposed to the approved Design Guidelines, as discussed in the applicant's response memo dated November 16th (A-94). Staff has no concerns regarding these minor amendments.

TRANSPORTATION

The subject site is located on the north side of Route 50, west of Loudoun County Parkway, on the south side of Evergreen Mills Road, and east of Gum Spring Road. Access to and from the site would continue to be at the same locations as previously approved; the planned Dulles South Parkway (the Route 50 North Collector Road), the planned Arcola Boulevard (Route 606 Extended), and other new roadway connections to both Route 50 and Evergreen Mills Road. (See map of planned road network on the next page.) The applicant is not proposing any changes to the specific improvements or the amount of the cash contributions proffered in the 2007 rezonings. The proposed amendments relate only to the timing of specific transportation improvements / contributions.

Based on staff recommendations, the applicant submitted updated traffic information (A-116) that outlines the phasing of transportation improvements proposed in the applications. Phases 1 through 5 are associated with the development of The Shops. Phases 2A and 4A are associated with the development of Arcola Center. For each phase, trip generation from the uses proposed in that phase and a capacity analysis for the critical intersections were provided for staff review. The information indicates that the road network serving the entire development will operate at acceptable levels of service (LOS) during the AM and PM peak hours. Staff has cited concerns regarding the proposed timing for the contributions to the Route 50 / Loudoun County Parkway

interchange. All of the other amendments proposed to the approved transportation proffers are acceptable to staff.



6. Timing of Specific Transportation Improvements / Contributions

The following table provides a comparison of the approved and proposed proffer language for the applications regarding the timing of cash contributions for the Route 50 / Loudoun County Parkway interchange.

The Shops - Route 50 / LCP Interchange – Approved and Proposed Cash Contributions			
Approved Proffer (Proffer IV.J., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.J., ZCPA 2009-0008, The Shops)	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$2.7 million to County for regional road improvements (including design /construction of Rt. 50 /LCP interchange)	Pay in 2 parts: (1) \$1.3 million at issuance of zoning permits for more than 350,000 sq ft of development; (2) \$1.4 million at issuance of zoning permits for more than 650,000 sq ft of development. Pay unpaid balance within 90 days of written request by County (approved final design plans for interchange)	Contribute \$2.7 million for regional road improvements (including design and construction of Rt. 50/LCP interchange)	Pay within 3 months of written notice by County that interchange has either 1.) an approved final design and 75% funding or 2.) approved 30% design plans and 75% funding to award design/build contract

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Arcola Center - Route 50 /LCP Interchange – Approved and Proposed Cash Contributions			
Approved Proffer (Proffer V.J.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.J.1., ZCPA 2009-0009, Arcola Center)	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$5.3 million to County to be used toward Rt.50/LCP interchange	Pay prior to issuance of either (1) the 1,100 th residential zoning permit, or (2) zoning permit for more than 2 million sq ft of commercial development, whichever comes first. Pay unpaid balance within 90 days of written request by County (approved final design plans for interchange)	Contribute \$5.3 million to County to be used toward Rt. 50/LCP interchange	Pay prior to issuance of either (1) the 1,100 th residential zoning permit, or (2) zoning permits for more than 2 million sq ft of non-residential, whichever comes first. Notwithstanding the above, pay within 3 months of receipt of written notice by County that interchange has either 1.) an approved final design and 75% funding or 2.) approved 30% design plans and 75% funding to award design/build contract

Staff continues to recommend that payment of the applicant's funds toward the interchange (total of approximately \$8 million) be triggered only by the completion/approval of 30% design plans with no other funding qualifiers (reference Arcola Center – Proffer V. J. 1. and The Shops – Proffer IV. J). Staff further recommends that the proposed language requiring at least 75% of the funds necessary to award a design/build contract for the interchange be eliminated from the draft Proffers. The interchange is a very costly project (estimated at \$65 million in the 2010 CTP) and the County needs to be able to leverage available funds (including potential federal funds) if a design/build contract is pursued. Staff notes that 30% plans are the point that a design/build contract can be advertised and awarded to a builder, provided funding is available. In addition, since the interchange is so costly, the project may be phased such that right-of-way acquisition, utility relocation, etc. may be pursued prior to obtaining full funding for construction. The applicant's funds could potentially be used to assist in these phases of construction.

John Mosby Highway (Route 50) (segment from Loudoun County Parkway west to beyond Stone Ridge) is currently a 4-lane median divided minor arterial with controlled access. The Revised Countywide Transportation Plan (2010 CTP) designates the ultimate condition of this segment of Route 50 (east of Route 659 Relocated) as a 6-lane divided limited access principal arterial. Grade-separated interchanges are planned at Route 659 Relocated (Northstar Boulevard), the West Spine Road/Arcola Boulevard, and Loudoun County Parkway. All at-grade access is ultimately planned to be terminated. Currently, a third eastbound lane, constructed by Stone Ridge, is in place from the South Fork of Broad Run east almost to the Gum Spring Road intersection. Stone Ridge is obligated to construct the third Route 50 eastbound lane to Loudoun County Parkway. Other rezoning applications approved in 2006 and 2007, consisting of Dulles Landing, Arcola Center, and Glascock Field, have all proffered to construct improvements that would result in a continuous third westbound lane on Route 50 between Loudoun County Parkway and Stone Springs Boulevard. A comparison of the approved and proposed proffers for the subject applications with respect to Route 50 improvements is provided in the following tables. A graphic depicting the proposed timing of the Route 50 improvements has also been provided for informational purposes.

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The Shops - Route 50 Improvements - Approved and Proposed Proffers			
Approved Proffer (Proffer IV.C., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.C., ZCPA 2009-0008, The Shops)	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 3 rd Rt. 50 westbound lane from western boundary of Dulles Landing property to western boundary of Hazout property, including required turn lanes at Hutchinson Farm Drive	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit	Construct 3 rd Rt. 50 westbound lane from western boundary of Dulles Landing property to western boundary of Hazout property, including required turn lanes at Hutchinson Farm Drive (unless already constructed)	Construct & open to traffic within 6 months after completion of Route 50 improvements proffered by Dulles Landing (ZMAP 2004-0016) or prior to occupancy permit for more than 450,000 sq ft.

Arcola Center - Route 50 Improvements - Approved and Proposed Proffers			
Approved Proffer (Proffers V. & V.D.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffers V. & V.D.1., ZCPA 2009-0009, Arcola Center)	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 3 rd westbound lane of Route 50 from western boundary of Arcola Center property to Gum Spring Road	Construct and open to traffic prior to 1 st occupancy permit	(Off-site Rt. 50 Improvements) – Construct 3 rd westbound lane of Route 50 from western boundary of Arcola Center property to Gum Spring Road	Construct prior to issuance of 451 st residential zoning permit for Residences at Main Street or within 6 months of completed Route 50 improvements proffered by Glascock Field at Stone Ridge (whichever comes first)
		(On-site Frontage Improvements) – Construct 3 rd westbound lane of Route 50 from western boundary of Dulles Landing to western boundary of Arcola Center property (unless already constructed)	Construct prior to issuance of 451 st residential zoning permit for Residences at Main Street or within 6 months of completed Route 50 improvements proffered by Dulles Landing (whichever comes first)



Evergreen Mills Road (between Loudoun County Parkway and Belmont Ridge Road is classified in the 2010 CTP as a local secondary road and is currently built to a 2-lane rural section west of Loudoun County Parkway. The Shops and Arcola Center rezonings are proffered to improve the segment of Evergreen Mills Road along the site frontage by constructing two lanes of an ultimate four-lane undivided roadway, along with turn lanes at the site entrances. The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. The Arcola Center rezoning has proffered to construct a multi-use trail along the south side of Evergreen Mills Road from its western property line to Arcola Boulevard. This facility will be constructed in conjunction with the proffered improvements to the roadway. A comparison of the approved and proposed proffers for the subject site with respect to Evergreen Mills Road is provided in the following table. (Staff notes that there are no transportation changes proposed in the Arcola Center Proffers for Evergreen Mills Road.)

The Shops - Evergreen Mills Road – Approved and Proposed Proffers			
Approved Proffer (Proffer IV.D., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.D., ZCPA 2009-0008, The Shops) Traffic Memo Phase 3	
<i>Road Improvement</i>	<i>Development Trigger/Timeframe</i>	<i>Road Improvement</i>	<i>Development Trigger/Timeframe</i>
Construct right and left turn lanes at the site entrance on Evergreen Mills Road (just west of Loudoun County Parkway)	Bond prior to issuance of 1 st zoning permit on The Shops site, construct & open to traffic prior to 1 st occupancy permit	Construct right and left turn lanes at site entrance on Evergreen Mills Road in conjunction with property entrance construction	Construct & open to traffic prior to issuance of occupancy permit for more than 600,000 sq ft

Dulles South Parkway (segment between Loudoun County Parkway and Route 659 Relocated (Northstar Boulevard) is the planned Route 50 North Collector Road. It is classified in the 2010 CTP as a major collector and is ultimately planned to be 6-lane divided controlled access facility. The Dulles Landing, Arcola Center/Arcola Center—The Shops, and Glascock Field rezonings have all proffered to construct segments of this roadway (4-lane divided sections) between Loudoun County Parkway and existing Gum Spring Road/Stone Springs Boulevard Extended in conjunction with their respective developments. The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. These rezonings have proffered to construct multi-use trails and/or sidewalks along this segment of Dulles South Boulevard to be constructed as part of the adjacent development. A comparison of the approved and proposed proffers for the subject applications with respect to Dulles South Parkway is provided in the following tables.

ZCPA 2009-0008, ARCOLA CENTER – THE SHOPS
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The Shops - Dulles South Parkway – Approved and Proposed Proffers			
Approved Proffer (Proffer IV.A., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.A., ZCPA 2009-0008, The Shops) Traffic Memo Phases 1 and 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 4-lane divided section of Dulles South Parkway from eastern property boundary (Dulles Landing) to Hutchinson Farm Drive (Dulles Landing is proffered to construct segment from Loudoun County Parkway to Arcola Center site)	Bond prior to issuance of 1 st zoning permit on The Shops site. Construct & open to traffic prior to 1 st occupancy permit on The Shops site	Construct 4-lane divided section of Dulles South Parkway from Loudoun County Parkway to third entrance into site (west of Loudoun County Pkwy)	Construct & open to traffic prior to issuance of 1 st occupancy permit for The Shops site. (Allows up to 450,000 sq ft on site)
		Construct 4-lane divided section of Dulles South Parkway from third entrance into site (west of Loudoun County Pkwy) to Hutchinson Farm Drive (unless already constructed by Arcola Center)	Construct & open to traffic prior to occupancy permit for more than 450,000 sq ft on The Shops site. (Including proposed improvements to Route 50 & Hutchinson Farm Dr. an additional 300,000 sq ft of development permitted on The Shops site)

Arcola Center – Dulles South Parkway – Approved and Proposed Proffers			
Approved Proffer (Proffer V.B., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.B., ZMAP 2009-0009, Arcola Center) Traffic Memo Phase 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 4-lane divided section of Dulles South Parkway from Hutchinson Farm Boulevard to Arcola Boulevard	Commence construction within 90 days of commencement of construction of Dulles South Parkway located to the west of Arcola Boulevard (Glascock Field rezoning).	Same as approved, but also, unless constructed by The Shops, construct 4-lane divided section of Dulles South Parkway from Hutchinson Farm Drive to the third entrance into The Shops site (west of Loudoun County Parkway)	Construct and open to traffic within 6 months of occupancy in the Residences at Main Street and The Shops

Hutchinson Farm Drive is a local (non-CTP) secondary roadway approved as part of The Shops and Arcola Center rezonings. It will be constructed to a 4-lane undivided section between Route 50 and Dulles South Parkway in conjunction with development of the subject sites. A comparison of the approved and proposed proffers for the subject applications with respect to Hutchinson Farm Drive is provided in the following tables.

The Shops - Hutchinson Farm Drive – Approved and Proposed Proffers			
Approved Proffer (Proffer IV.B., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.B., ZMAP 2009-0008, The Shops) Traffic Memo Phase 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 4-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit on site	Construct 4-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway (unless already constructed by Arcola Center)	Construct & open to traffic prior to issuance of occupancy permit for more than 450,000 sq ft on site

ZCPA 2009-0008, ARCOLA CENTER – THE SHOPS
ZCPA 2009-0009, ARCOLA CENTER
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Arcola Center - Hutchinson Farm Drive – Approved and Proposed Proffers			
Approved Proffer (Proffer V., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V., ZCPA 2009-0009, Arcola Center) Traffic Memo Phase 2 / 2A	
<i>Road Improvement</i>	<i>Development Trigger/Timeframe</i>	<i>Road Improvement</i>	<i>Development Trigger/Timeframe</i>
Construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Constructed and open to traffic prior to 1 st zoning permit on Arcola Center site	Unless already completed by The Shops, construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway.	Construct in phases in conjunction with adjacent residential development in Residences at Main Street component

Loudoun County Parkway (between Route 50 and Evergreen Mills Road) is classified in the 2010 CTP as a minor arterial and is currently built as a 4-lane median divided section with controlled access. It is ultimately planned to be widened to a 6-lane divided facility with a grade-separated interchange at Route 50. The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. To date, no bicycle and pedestrian facilities are in place along this segment of roadway. (A traffic signal at the future intersection of Loudoun County Parkway and Dulles South Parkway was proffered in The Shops rezoning.) No changes to the proffers are proposed for Loudoun County Parkway.

Arcola Boulevard (also referred to as Route 606 Extended/West Spine Road) (between Route 50 and Loudoun County Parkway) is classified in the 2010 CTP as a major collector and is ultimately planned to be 6-lane divided controlled access facility. A grade-separated interchange is planned at Route 50, in accordance with the 2010 CTP. The approved Arcola Center proffers call for the applicant to construct this segment of Arcola Boulevard as a 4-lane divided facility in phases (with portions initially constructed as half-sections), both on and off site, to connect with proffered improvements by the Brambleton Active Adult rezoning (ZMAP 2005-0020) to the north and to Route 50 to the south (in conjunction with the development of Arcola Center). The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. Arcola Center has proffered to construct multi-use trails along the on-site segment of Arcola Boulevard (between Evergreen Mills Road and Dulles South Parkway) in conjunction with the construction of this segment of roadway. No changes to the phasing or construction of Arcola Boulevard improvements are proposed in the applications.

ZONING

Section 6-1200 of the Revised 1993 Zoning Ordinance allows the Board of Supervisors to amend, supplement, or change existing zoning classifications. The applicant is requesting several amendments to the approved Arcola Center / Arcola Center - The Shops Proffers. In accordance with staff recommendations, the applicant has removed an initial request to credit off-site commercial development to the land use phasing requirements for the Arcola Center development. Staff supports the proposed amendments to the approved Arcola Center Concept Plan and the Proffers for Arcola Center-The Shops and Arcola Center.

D. ZONING ORDINANCE CRITERIA FOR APPROVAL

If the application is for a reclassification of property to a different zoning district classification on the Zoning Map, the applicant shall address all the following in its statement of justification or plat unless not applicable. The Planning Commission shall give reasonable consideration to the following matters:

- | | |
|-----------------|---|
| <u>Standard</u> | Whether the proposed zoning district classification is consistent with the Comprehensive Plan. |
| <u>Analysis</u> | The applications request amendments to the approved Proffers / CDP for Arcola Center – The Shops (ZMAP 2005-0035) and Arcola Center (ZMAP 2006-0015). |
| <u>Standard</u> | <i>Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.</i> |
| <u>Analysis</u> | During the rezoning process the applicant anticipated that The Shops portion of the property would develop first. This has not happened; therefore, the applicant is requesting to separate the two developments. |
| <u>Standard</u> | <i>Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.</i> |
| <u>Analysis</u> | There are no proposed changes to the range of uses approved in conjunction with the rezonings. |
| <u>Standard</u> | <i>Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.</i> |
| <u>Analysis</u> | Staff has cited concerns regarding the timing of transportation contributions for the construction of the planned interchange at Route 50 and Loudoun County Parkway. |
| <u>Standard</u> | <i>The effect of the proposed rezoning on the County's ground water supply.</i> |
| <u>Analysis</u> | There are no proposed changes to the approved development. The development will be served by public water and sewer facilities. |
| <u>Standard</u> | <i>The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of construction traffic on existing neighborhoods and school areas.</i> |

- Analysis The volume of vehicular and pedestrian traffic will remain unchanged since there are no changes to the approved number of units or the commercial square footage of the development.
- Standard *Whether a reasonably viable economic use of the subject property exists under the current zoning.*
- Analysis A reasonably viable economic use exists under the current zoning.
- Standard *The effect of the proposed rezoning on the environment, wildlife habitat, vegetation, water quality and air quality.*
- Analysis This application will have no new effects on the environment, wildlife habitat, vegetation, water or air quality over the existing approved development.
- Standard *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.*
- Analysis The approved applications will allow the development of a mixed-use community providing varied employment opportunities and will enlarge the tax base.
- Standard *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*
- Analysis There are no land use changes proposed in the applications. The subject properties are approved for a mixed-use development consisting of 3.4 million square feet of non-residential and 1,169 residential units. The applications propose modifications to the land use phasing, timing of transportation improvements / contributions, and other minor amendments to the approved development.
- Standard *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*
- Analysis The approved application will allow the development of a mixed-use community as proposed in the original rezoning applications.

V. ATTACHMENTS		PAGE NUMBER
1. Review Agency Comments		
a. Community Planning	(8/12/10, 1/13/10)	A-1
b. Office of Transportation Services	(11/16/10, 9/14/10, 4/20/10)	A-13
c. VDOT	(9/1/10, 1/25/10)	A-29
d. Zoning Administration	(8/6/10,)	A-31
2. Disclosure of Real Parties in Interest		A-33
3. Statement of Justification		A-86
4. Applicant's Response to Referral Comments	(11/16/10, Design Guidelines dated 11/11/10, 7/28/10)	A-93
5. Proposed Arcola Center ZCPA proffers / Current Proffers – showing proposed changes		A-132, A-143
Proposed Arcola Center – The Shops ZCPA proffers / Current Proffers showing proposed changes		A-175, A-184